

SUPREME COURT
OF BRITISH COLUMBIA
VANCOUVER REGISTRY

AUG 26 2024

ENTERED



No. S-245481
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED

AND

IN THE MATTER OF THE *COOPERATIVE ASSOCIATION ACT*, S.B.C. 1999, c. 28

AND

IN THE MATTER OF BC TREE FRUITS COOPERATIVE, BC TREE FRUITS INDUSTRIES
LIMITED and GROWERS SUPPLY COMPANY LIMITED

PETITIONERS

**ORDER MADE AFTER APPLICATION
(REPRESENTATION ORDER)**

BEFORE THE HONOURABLE
JUSTICE GROPPER

)
) August 26, 2024
)

UPON THE APPLICATION OF Amarjit Singh Lalli on his own behalf and on behalf of a majority group of the voting members of the BC Tree Fruits Cooperative coming for a hearing at Vancouver, British Columbia, on the 26th day of August, 2024; AND ON HEARING Mary Buttery, K.C. and Emma Newbery, counsel to Amarjit Singh Lalli, and those other counsel set out in Schedule "A"; AND UPON READING the materials filed, including the First Affidavit of Amarjit Singh Lalli sworn August 21, 2024; AND pursuant to the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36, as amended, the British Columbia Supreme Court Civil Rules, BC Reg 168/2009 and the inherent jurisdiction of this Honourable Court.

THIS COURT ORDERS AND DECLARES THAT:

SERVICE

1. The time of service of this notice of application and supporting materials is hereby abridged such that the notice of application is properly returnable today.

APPOINTMENT OF REPRESENTATIVE COUNSEL

2. Amarjit Singh Lalli (the “**Members’ Representative**”) is hereby appointed to represent the interests of all of the voting members of the BC Tree Fruits Cooperative (collectively, the “**Members**”) in these CCAA Proceedings for all purposes and including without limiting the foregoing with respect to any claims against the Petitioners or the current or former directors and officers of the Petitioners (collectively, the D&Os), including in relation to negotiations or mediations with respect to the settlement of any part or the whole of such claims, as well as the negotiation of any plan of compromise or arrangement involving the Petitioners or any of them and related matters (the “**Mandate**”), provided that the claims against the Petitioners or their D&Os shall only be advanced in accordance with any claims process initiated within these proceedings.
3. The law firm of Osler, Hoskin & Harcourt LLP (the “**Members’ Representative Counsel**”) is hereby appointed as counsel to the Members in these CCAA Proceedings in relation to, and for all purposes of, carrying out the Mandate in accordance with the terms of this order.
4. The Members’ Representative and the Members’ Representative Counsel are authorized to take all steps and to do all acts necessary or desirable to carry out the Mandate in accordance with the terms of this order, including dealing with any other court, regulatory body and government ministry, department or agency, and to take all such steps as are necessary or incidental thereto.
5. The Members’ Representative and the Members’ Representative Counsel are hereby authorized and empowered to apply to this Court for advice and directions as necessary or

desirable in carrying out the Mandate or to give effect to or carry out the terms of this Order.

NOTICE PROCEDURE

6. This Court orders that within 5 business days from the date of this Order:
 - (a) the Members' Representative Counsel shall issue electronically, through the facilities of Canada Newswire or a similar service provider, a press release giving notice of this Order; and
 - (b) the Monitor shall post a copy of this Order to the Monitor's website.
7. The Members' Representative Counsel shall provide a copy of this Order to any person who makes written request for same.

EXCLUSION FROM THE DEFINITION OF MEMBERS

8. Any person who wishes to be excluded from the definition of Members herein must send a written request to the Members' Representative Counsel by email at lhodgson@osler.com within 90 days of the date of the order.

CHARGES CREATED BY THIS ORDER

9. After payment in full of all amounts due and owing to Canadian Imperial Bank of Commerce, the Petitioners shall pay the reasonable fees and disbursements of the Members' Representative Counsel up to \$100,000 inclusive of any applicable taxes, and the Members' Representative Counsel are hereby granted a charge (the "**Representative Counsel Charge**") on the Property (as defined in the Amended and Restated Initial Order granted August 26, 2024, as amended, restated, or supplemented from time to time, the "**ARIO**") in the amount of \$100,000 as security for the payment of their fees and disbursements. The Representative Counsel Charge shall have the priority set out in the ARIO.

10. The Members' Representative Counsel shall report the Monitor at such times as requested by the Monitor, and in any event no less than every two weeks, to advise as to the amount of the then-accrued fees and disbursements of the Members' Representative Counsel, inclusive of any taxes.

MISCELLANEOUS

11. This Court orders that the Petitioners, the Monitor, the Members' Representative and the Members' Representative Counsel are hereby authorized to collect, use and disclose personal information of the Members amongst one another, but only to the extent necessary or desirable to give effect to the Mandate and the terms of this order.
12. Any party may apply to amend or vary the terms of this order on notice to the Service List (as that term is defined in the ARIO).
13. Endorsement of this Order by counsel appearing on this application is hereby dispensed with.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

Emma Newbery for
Signature of Lawyer for the Members

Mary Buttery, K.C

McGowan J
BY THE COURT

[Signature]
REGISTRAR



SCHEDULE "A"

Counsel	Party Represented
Howard Gorman, K.C. Candace Formosa	the Petitioners
Kibben Jackson Heidi Esslinger	the Monitor, Alvarez & Marsal Canada Inc.
Peter Rubin	Canadian Imperial Bank of Canada
David Cieloszczyk	UFCW, Local 247
Aaron Welch	Province of British Columbia